

Calistoga Chamber of Commerce Bylaws (rev. 01/2014)

PREAMBLE

These by-laws shall take the place of any and all previous by-laws, and all amendments thereto, which are hereby annulled and set aside.

The Calistoga Chamber of Commerce (Chamber) is a non-profit business trade organization that promotes the community's economic vitality, quality of life, and provides a united base for the community to advance and prosper.

ARTICLE 1 NAME

1.1 The Chamber is incorporated under the laws of the State of California and shall be known as the Calistoga Chamber of Commerce, a California non-profit mutual benefit corporation.

ARTICLE 2 PURPOSE

2.1 The purpose of the Calistoga Chamber of Commerce shall be to represent and assist the business community in the development and pursuit of goals, programs and objectives, which will beneficially improve the economic well-being and quality of life in Calistoga.

2.2 This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent business interests of and improve business interests among, members of the business community.

2.3 Notwithstanding any other provision of these Articles, the Calistoga Chamber of Commerce shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501c (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE 3 OFFICE

3.1 The Calistoga Chamber of Commerce shall have, and continuously maintain, in the State of California, city of Calistoga, a business office. The Board of Directors (herein "Board") may change the address of the office from time to time.

ARTICLE 4
MEMBERSHIP

- 4.1 ELIGIBILITY. Any firm, association, corporation, partnership, limited liability company, or estate, or other organization, which subscribes to, and agrees to support, the objectives of the organization shall be eligible to apply for membership. The Board of Directors shall establish specific written rules and criteria for membership qualifications. Said qualifications shall be subject to change from time to time by the Board
- 4.2 MEMBERSHIP APPLICATION AND DUES. Applications for membership shall be in writing, on forms provided for that purpose, and signed by officer thereof. Any applicant shall become a member upon payment of the regularly scheduled dues.
- 4.3 DUES. Membership dues shall be at such a rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors, payable annually in advance, on the anniversary date of their membership.
- 4.4 TERMINATION BY MEMBER. Any member may resign from the Calistoga Chamber of Commerce upon written notice to the Board of Directors.
- 4.5 TERMINATION BY CHAMBER. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Chamber; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; (d) failure to abide in the lawful decisions of any duly constituted committee of the Chamber, and (e) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
- 4.5 DISCIPLINE. A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Chamber's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Chamber, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Chamber. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

[These provisions are recommended pursuant to Corporations Code section 7341.]

ARTICLE 5
MEETINGS OF MEMBERSHIP

- 5.1 REGULAR MEETINGS. The annual meeting of the Corporation, in compliance with State law shall be held during each calendar year, the time and place shall be fixed by the Board of Directors and notice thereof presented to each member at least ten (10) days before said meeting.
- 5.2 SPECIAL MEETINGS. Special meetings of the Calistoga Chamber of Commerce membership may be called by the Board Chairman, or upon written request of at least five (5%) percent of the voting members. Notice of any special meeting shall be emailed or mailed to the last recorded address of each member at least ten (10) days before the appointed time for the special meeting with a statement of the place, date, time and a description of the special matter for which the meeting is called.
- 5.3 QUORUM. At any duly called general or special meeting of the Calistoga Chamber of Commerce, ten percent (10%) of the members shall constitute a quorum.
- 5.4 PROCEDURES. The Board Chairperson or designee shall chair all general and special member meetings of Calistoga Chamber of Commerce.
- 5.5 EXERCISE OF PRIVILEGES. Upon written notice, any firm, association, corporation, partnership, or estate holding membership may appoint individuals, to exercise the privileges of membership covered by its membership. Any transfer of membership, by reason of sale of a business, must be with the approval of the Chamber Board of Directors.

ARTICLE 6
BOARD OF DIRECTORS

- 6.1 COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors shall be composed of no less than nine (9) and no more than thirteen (13) members, as determined by the Board, including the (past Chairperson). No active business member may hold more than one seat on the board.
- 6.2 QUALIFICATION FOR BOARD MEMBERSHIP. Voting members of the Board shall be Chamber members in good standing.
- 6.3 TERM. Elected Directors shall serve three-year terms, such terms shall commence on July 1st following their election, and end on June 30th thereafter. Directors are eligible to serve two (2) consecutive terms unless the Director serves on the Executive Committee, in which case the Director will serve until Executive Committee duties are completed. One third of Board members shall be up for election each year. The term of persons appointed to fill a vacancy in the voting membership of the Board shall run to the date of expiration of the directorship they were appointed to fill.

ARTICLE 7
VOTING

- 7.1 NOMINATING COMMITTEE. At the regular March Board meeting each year the Chairperson shall present for approval a Nominating Committee, which shall consist of three to five members. The committee Chairperson shall be an advisory, non-voting member of the Nominating Committee. The membership shall be noticed of the available board positions. At the regular April meeting of the Board, the Nominating Committee shall present to the Board, for approval or modification by majority vote, a slate of qualified nominees for voting membership on the Board.
- 7.2 ELECTION OF DIRECTORS. Election of the Directors shall be by a vote from the membership. Nominees shall be placed on ballots that will be mailed to the last address of record for each member, ballots to be returned no later than five (5) days prior to the May Board meeting. The Chairperson shall appoint at least one (1) voting board member who is not running for his or her next term, and two (2) members not on the board of directors to validate the count of the ballots. All ballots timely returned shall be counted and the candidates receiving the greatest number of votes, up to the number of candidates needed to fill the open directorships, shall be announced, and shall be deemed elected. In case of a tie vote, the incumbent Board shall determine the issue.
- 7.4 SEATING OF NEW DIRECTORS. All newly elected Directors shall be seated at the following meeting of the Board and shall be participating members of the Board thereafter, with voting rights beginning on the next succeeding July 1st.
- 7.5 REMOVAL OF A DIRECTOR. An elected Director may be removed from a directorship if, such Director has demonstrated a lack of attendance on the Board by missing three non-excused consecutive meetings or a total of five board meetings in one year
- 7.6 VACANCIES. In the event of a vacancy created by the removal, resignation or inability to serve of any elected Director, the Chairperson may fill the vacated directorship with ratification from the executive committee, with a person who meets the qualifications for Directors set forth in the previous section continuing until the expiration of vacated term.

ARTICLE 8
BOARD MEETINGS

- 8.1 BOARD MEETINGS. The Board shall meet not less than ten times per year, and the Chairperson may call additional meetings as needed. Board meeting may be called by the Chairperson or by members of the Board upon written application to the Chairperson of three (3) members of the Board.
- 8.2 NOTICE. Notice (which shall include a general description of the business to be conducted at the meeting) shall be given to each Director at least forty eight hours prior to said meeting. Said meetings shall be regularly scheduled at a preannounced time and place, which so far as possible is standard throughout any given year. Further, said meetings shall be, open to the membership.

8.3 QUORUM. A majority of voting members of the then current Board shall constitute a quorum for transacting business. A meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken, other than adjournment of the meeting, shall require the vote of at least the majority specified in these Bylaws of the number required to constitute a quorum.

8.4 CLOSED SESSION MEETING. Meeting to discuss confidential matters, such as personnel, strategic or legal matters, shall be closed to non-Board members. Proceeding shall be kept confidential.

ARTICLE 9 DIRECTORS

9.1 DUTIES AND AUTHORITIES OF THE BOARD. The Board shall govern the activities and programs of the Chamber in all respects, shall have final authority over policies and budgets of the Calistoga Chamber of Commerce, and shall, as herein provided, employ an Executive to conduct the administration of the Chamber's activities and programs. All actions, policies and budgets of the Board shall be recorded and maintained in minutes or other appropriate records.

9.2 ORIENTATION. At regular intervals, orientation on the purposes and activities of the Chamber shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members.

9.3 CONDUCT OF DIRECTORS. No Director shall speak for the Board or the Chamber except in accordance with direction or policies approved by the Board. No Director shall act in any way which is contrary to the purpose of the Chamber or which brings discredit to the Chamber. No Director shall vote, or participate in the debate, on any issue wherein there is a conflict between the interests of the Chamber and the interests of the individual Director.

9.4 CONFLICT OF INTEREST. Board members shall provide in writing, on forms provided for that purpose, and signed a conflict of interest document annually.

ARTICLE 10 OFFICERS OF THE CORPORATION

10.1 OFFICERS QUALIFICATIONS AND TERMS OF OFFICE. The elected officers of the Chamber shall be a Chairperson, a Vice-Chair, a Treasurer, immediate Past-Chairperson, and Secretary (this position will be filled by the Executive of the Chamber). These officers shall serve terms of one year commencing on July 1st and ending on the next succeeding June 30th. The Chairperson may serve no more than two (2) consecutive terms as Chair

10.2 ELECTION OF OFFICERS. Within five days following the regular election of new Directors, the Chairperson shall appoint three Directors, one of whom shall be the Vice-Chair, to serve as a Nominating Committee for officers for the next calendar year. The Executive shall be an advisory, non-voting member of this Nominating Committee. This Nominating committee shall select and secure the acceptance of one or more nominees for each elected officer position. The Vice-Chair shall automatically be the nominee of the Nominating Committee for Chairperson unless the Vice-Chair is unwilling or unable to serve. These nominations shall be presented to the Board at its regular June meeting, whereupon the Board may nominate other qualified candidates before declaring the nominations closed and proceeding to the election of the new officers either at that time or, at the discretion of the Board, the following regularly scheduled meeting. A majority of the voting members present at said meeting should be required for election.

ARTICLE 11 DUTIES OF OFFICERS

- 11.1 CHAIRPERSON OF THE BOARD. The Chairperson shall preside at all meetings of the Chamber's membership, the Board and the Executive Committee, and shall, with the approval of the Board and/or in accordance with these Bylaws, or policies, budgets and programs approved by the Board, and with the advice and assistance of the Executive assign and define the duties of the officers and committees of the Chamber. The Chairperson, with the council of the Executive shall have the authority to fill board vacancies, with executive committee ratification, appoint directors for, and shall assist in the selection of members to serve on, the various standing and special committees of the Chamber.
- 11.2 VICE-CHAIR. The Vice-Chair will act in absence of the Chairperson and be the Chairperson-Elect.
- 11.3 TREASURER. The Treasurer shall chair the Chamber's Finance Committee and shall, with the advice and assistance of the Executive, oversee the performance of its responsibilities.
- 11.4 SECRETARY. The Secretary shall be responsible for the proper making and maintenance of all official records of the Chamber, and for the preparation and submission or distribution of such reports as the law may require of the Chamber. The Executive of the Chamber will fill this position.
- 11.4 EXECUTIVE. The Executive shall be an employee of the Chamber appointed by and serving at the pleasure of the Board. The Board may, as it deems appropriate, delegate authority to the Executive or to the Executive Committee. The Executive of the Chamber has primary responsibility for execution of the programs, policies, budgets, and activities of the Chamber in accordance with directions of the Board and/or the Executive Committee. The Executive is spokesperson for, and representative of, the Chamber to the public and to other bodies before which the Chamber has business; the Executive shall also serve as the Secretary of the Chamber.

ARTICLE 12 COMMITTEES

- 12.1 EXECUTIVE COMMITTEE. The Executive Committee shall be composed of elected officers of the Chamber. The Executive Committee shall act for, and stand on behalf of the Board when the Board is not in session, but shall be accountable to the Board for all its actions.
- 12.2 FINANCE COMMITTEE. The Finance Committee shall be responsible for the preparation of all budgets, which budgets shall require the approval of the Board, and for adherence to said budgets, and for all accounting and financial reporting pertaining thereto as required by law or these Bylaws or as directed by the Board. It shall consist of no less than two Directors, one of whom shall be the Treasurer. The Executive shall be an advisory, non-voting member of the Finance Committee. The Finance Committee shall meet monthly.
- 12.3 OTHER COMMITTEES. The Board of Directors may, as it deems necessary and appropriate to the purpose of the Chamber, and with the advice of the Executive Committee, establish any other committees or task forces of the Chamber by defining the mission, responsibilities and authorities thereof. The designated Chairperson or Co-chairperson of any such committee must be a sitting member of Board of Directors.

ARTICLE 13 FINANCES

- 13.1 FUNDS. All funds belonging to the Chamber shall be held in accounts in one or more banks, and accounted for in a manner, approved by the Board. Chamber funds shall be expended only for the accomplishment of the purpose of the Chamber as set forth in these Bylaws.
- 13.2 DISBURSEMENTS. All disbursement of funds belonging to the Chamber shall be by check, except as may otherwise be authorized by the board with respect to petty cash. The Board, upon the recommendation of the Finance Committee, shall establish written policies controlling the signing of checks for this disbursement.
- 13.3 FINANCIAL REPORTS. Financial reports shall be rendered to the Board, and shall be made available to all Chamber members at the office of the Chamber at any time during regular business hours. All financial reports shall include disclosure of all transactions between the Chamber and any of its officers and directors.
- 13.4 INSURANCE, INDEMNIFICATION. The Chamber shall acquire and pay for such insurance coverage on its assets and the conduct of its business, and for the protection of such officers, directors and employees, as shall be from time to time determined by the Board to be prudent and consistent with good business practices. Notwithstanding any decisions the Board may make in this regard, the Chamber shall provide for the indemnification of any and all of its directors and former directors, and its officers and former officers, against expenses actually and necessarily incurred by them in connection with the defense of, or any judgment arising from, any action, suit or proceeding in which any of them are named as parties by reason of being or having been directors or officers of the Chamber, except, however this indemnification shall not apply when such directors or officers are adjudged to be liable for gross negligence or intentional misconduct in the performance of duty or enter into a settlement predicated on the existence of liability of such gross negligence or intentional misconduct.

13.5 DISSOLUTION PROCEDURE. The Chamber may be dissolved upon a majority vote of the members of the Chamber, taken in either case at a regular or special meeting, or in a mail ballot, noticed and conducted in accordance with these Bylaws.

13.6 DISPOSITION OF ASSETS UPON DISSOLUTION. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, or be distributed, to the members of the Chamber. On dissolution of the Chamber any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, non-profit business league, Chamber of Commerce or Board of Trade to be selected by the Board and defined in IRS Section 501(c) or Section 501(c) 6 and Section 23701 (e) or Section 23701 (d) of the California Revenue and Taxation Code.

ARTICLE 14

PARLIAMENTARY AUTHORITY

14.1 PARLIMENTARY AUTHORITY. The current edition of Roberts Rules of Order shall be the final authority in all questions for parliamentary procedure, when such rules are not inconsistent with these Bylaws, for all meetings of the Chamber's membership, the Board, the Executive Committee or any committees of the Chamber.

ARTICLE 15

AMMENDMENTS TO THE BYLAWS

15.1 AMENDMENT PROCEDURE. These Bylaws may be amended by a simple majority vote of the Board or, when required by law, by a majority vote of a quorum of members of the Chamber, in either case acting at a regular or special meeting called, or a mail ballot distributed in accordance with these Bylaws, provided the proposed amendment is set forth fully in writing in the notice of the meeting or in the mail ballot

ARTICLE 16

MISCELLANEOUS PROVISIONS

16.1 NOTICES. Any notice required in these Bylaws to be sent to any parties may be sent by US mail postage prepaid to the address currently listed in the records kept at the Chamber office, by e-mail provided the recipient's e-mail address is on record with the Chamber and the recipient has consented to the receipt of notices by e-mail, by facsimile provided the recipient's phone number for facsimile reception is on record with the Chamber and the recipient has consented to the receipt of notices by facsimile, or by publication in a regular Chamber publication mailed to all Chamber members. In any of these methods, the date on which the notice for the publication containing the notices is actually sent shall be deemed the date of the notice.

16.2 ACTION DEADLINES. If the deadline for action pursuant to any notice required in these Bylaws shall fall on a Sunday or a holiday recognized by the federal government, said deadline shall be extended to be the next business day thereafter.

16.3 LIMITATION OF AUTHORITY. No action by any member, committee, employee, director or officer of the Chamber shall be binding upon, or constitute an expression of a position or policy of, the Chamber unless it has been approved by the Board.

16.4 WHISTLE BLOWER POLICY. The Chamber adheres to its written policy of record located at the Chamber offices.

16.5 DOCUMENT DESTRUCTION POLICY. The Chamber adheres to its written policy located at the Chamber offices.

Bylaw revision consultation provided by:

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